



**SECURITIES AND EXCHANGE COMMISSION**

**[SEC File No. 270-253; OMB Control No. 3235-026]**

**Proposed Collection; Comment Request**

Upon Written Request, Copies Available From

Securities and Exchange Commission

Office of FOIA Services

100 F Street, NE

Washington, DC 20549-2736

Extension: Rule 23c-1

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501-3520), the Securities and Exchange Commission (the "Commission") is soliciting comments on the collection of information summarized below. The Commission plans to submit this existing collection of information to the Office of Management and Budget for extension and approval.

Rule 23c-1(a) under the Investment Company Act (17 CFR 270.23c-1(a)) permits a closed-end fund to repurchase its securities for cash if, in addition to the other requirements set forth in the rule, the following conditions are met: (i) payment of the purchase price is accompanied or preceded by a written confirmation of the purchase ("written confirmation"); (ii) the asset coverage per unit of the security to be purchased is disclosed to the seller or his agent ("asset coverage disclosure"); and (iii) if the security is a stock, the fund has, within the preceding six months, informed stockholders of its intention to purchase stock ("six month notice"). Commission staff estimates that 56 closed-end funds undertake a total of 224 repurchases annually under rule 23c-1.<sup>1</sup> Staff estimates further that, with respect to each repurchase, each fund spends 2.5 hours to comply with the rule's written confirmation, asset coverage disclosure and six month notice requirements. Thus, Commission staff estimates the

---

<sup>1</sup> The number of closed-end funds that undertake repurchases annually under rule 23c-1 is based on information provided in response to Item C.7.i of Form N-CEN from January 1, 2020 through December 31, 2020.

total annual respondent reporting burden is 560 hours.<sup>2</sup> Commission staff further estimates that the cost of the hourly burden per repurchase is approximately \$330.50 (one half hour of a compliance attorney's time at \$373 per hour,<sup>3</sup> and two hours of clerical time at \$72 per hour<sup>4</sup>). The total annual cost for all funds is estimated to be \$185,080.<sup>5</sup>

In addition, the fund must file with the Commission a copy of any written solicitation to purchase securities given by or on behalf of the fund to 10 or more persons. The copy must be filed as an exhibit to Form N-CSR (17 CFR 249.331 and 274.128).<sup>6</sup> The burden associated with filing Form N-CSR is addressed in the submission related to that form.

The estimate of average burden hours is made solely for the purposes of the Paperwork Reduction Act, and is not derived from a comprehensive or even a representative survey or study of the costs of Commission rules and forms.

Written comments are invited on: (a) whether the collection of information is necessary for the proper performance of the functions of the Commission, including whether the information has practical utility; (b) the accuracy of the Commission's estimate of the burden of the collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

---

<sup>2</sup> This estimate is based on the following calculation: 224 repurchases x 2.5 hours per repurchase = 560 hours.

<sup>3</sup> The \$373/hour figure for a compliance attorney is from SIFMA's Management & Professional Earnings in the Securities Industry 2013, updated for 2021, modified by Commission staff to account for an 1800-hour work-year and inflation, and multiplied by 5.35 to account for bonuses, firm size, employee benefits and overhead.

<sup>4</sup> The \$72/hour figure for a compliance clerk is from SIFMA's Office Salaries in the Securities Industry 2013, updated for 2021, modified by Commission staff to account for an 1800-hour work-year and inflation, and multiplied by 2.93 to account for bonuses, firm size, employee benefits and overhead.

<sup>5</sup> This estimate is based on the following calculation: 560 repurchases x \$330.5 per repurchase = \$185,080.

<sup>6</sup> In addition, Item 9 of Form N-CSR requires closed-end funds to disclose information similar to the information that was required in Form N-23C-1, which was discontinued in 2004.

Please direct your written comments to David Bottom, Director/Chief Information Officer, Securities and Exchange Commission, C/O Cynthia Roscoe, 100 F Street, NE, Washington, DC 20549; or send an email to: PRA\_Mailbox@sec.gov.

Dated: August 25, 2021.

**Jill M. Peterson,**

*Assistant Secretary.*

[FR Doc. 2021-18697 Filed: 8/30/2021 8:45 am; Publication Date: 8/31/2021]